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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WISCONSIN

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In re:

H2D MOTORCYCLE VENTURES, LLC,

Chapter 11
Case No. 19- 26914

Debtor.

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In re:

JHD HOLDINGS, INC.,

Chapter 11
Case No. 19-26915

Debtor.

----- X

**MOTION OF THE DEBTORS PURSUANT TO RULE 1015(b)
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
FOR ENTRY OF AN ORDER DIRECTING THE JOINT
ADMINISTRATION OF THE CHAPTER 11 CASES FOR
PROCEDURAL PURPOSES ONLY**

The above captioned debtors and debtors-in-possession (collectively, the "Debtors"), by their proposed attorneys, Rattet PLLC, file this motion (the "Motion") for an entry of an order directing the joint administration of the Chapter 11 cases, respectfully state and represent as follows:

JURISDICTION

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of these proceedings

and this Motion is proper in this District pursuant to 28 U.S.C. §§1408 and 1409.

2. The statutory bases for the relief requested herein are §§ 105(a) of Title 11 of the United States Code (the “Bankruptcy Code”), and Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

BACKGROUND

3. On July 17, 2019, the date hereof, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

4. The Debtors are commonly owned companies with the same shareholder/ member and officer.

5. H2D Motorcycle Ventures, LLC (“H2D”) operates a Harley Davidson franchise dealership at 1925 S. Moorland Road, New Berlin, Wisconsin. H2D is 100% owned by Sara Pomeroy and managed by its manager, Eric Pomeroy.

6. JHD Holdings, Inc. (“JHD”) operates a Harley Davidson franchise dealership at 3223 N. Pontiac Drive, Janesville, Wisconsin. JHD is also owned by Sara Pomeroy and managed by its manager, Eric Pomeroy.

7. Despite the fact that the Debtors have separate operations, books and records, the Debtors, due to their capital structure, each have the same owner, the same franchisor, the same landlord, and substantially the same secured creditors (in differing amounts owed) who have asserted liens against all of the Debtors’ assets, and whose obligations are, in certain circumstances, cross-guaranteed against each Debtor.

8. The Debtors’ chapter 11 filings were precipitated by accumulated losses incurred under prior operations management teams. The Debtors believe that if they are permitted a reasonable opportunity to reorganize their affairs, the newly appointed operations management,

who will work in concert and unison with the Debtors' owner, will effectuate a projected significant increase in revenues and profits which will permit the Debtors to accumulate revenues and materially increase the value of each franchise as part of a 2 year business plan, at the end of which the Debtors intend to market and sell the franchises, resulting in a significant, if not 100% return to *all* creditors.

RELIEF REQUESTED

9. In order to provide for the most efficient administration of the Chapter 11 cases, as well as to carry out and properly administer the Debtors' bankruptcy proceedings, by this Motion, the Debtors seek entry of an order pursuant to Bankruptcy Rule 1015(b) authorizing the joint administration, for procedural purposes only, under the case number assigned to H2D Motorcycle Ventures, LLC.

JOINT ADMINISTRATION OF THESE CASES IS WARRANTED

10. Bankruptcy Rule 1015(b) provides, “[i]f... two or more petitions are pending in the same court by or against ...a debtor and an affiliate, the court may order a joint administration of the estates.” See Fed. R. Bankr. P. 1015(b). The Debtors are “affiliates” as that term is defined under section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested herein.

11. For the reasons set forth above, many of the motions, hearings and orders that will arise in the Chapter 11 cases will jointly affect both Debtors. By jointly administering the Chapter 11 cases, the Debtors will be able to reduce fees and costs resulting from the administration of these cases and ease the onerous administrative burden of having to file multiple and duplicative documents.

12. The Debtors will continue to operate as separate and distinct legal entities and

shall continue to maintain separate books and records as set forth above, consistent with their pre-petition practices.

13. Entry of an order directing the joint administration of the Chapter 11 cases will avoid duplicative notices, applications, and orders, thereby saving the Debtors considerable time and expense. The rights of the creditors will not be adversely affected as this Motion requests only administrative, and not substantive, consolidation of the Debtors' estates. The rights of all creditors will be enhanced by the reduced costs that will result from the joint administration of the Chapter 11 cases. The Court also will be relieved of the burden of entering duplicative orders and maintaining duplicative files. Finally, supervision of the administrative aspects of the Chapter 11 Cases by the Office of the United States Trustee for the Eastern District of New York will be simplified.

14. Accordingly, the Debtors request that the caption of the Chapter 11 cases be modified to reflect the joint administration of such cases, as follows:

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WISCONSIN

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In re:

H2D MOTORCYCLE VENTURES, LLC and
JHD HOLDINGS, INC.,

Chapter 11
Lead Case No. 19-26914
(Jointly Administered)

Debtors.

----- X

15. The Debtors also seek the Court's direction that a notation substantially similar to the following notation be entered on the docket of each of the Debtors to reflect the joint administration of these cases:

“An order has been entered in this case directing the procedural consolidation and joint administration of the Chapter 11 cases commenced by H2D Motorcycle Ventures, LLC and JHD Holdings, Inc. The docket in Case No. 19-26914 should be consulted for all matters affecting the above listed cases.”

NOTICE

16. Notice of this Application has been provided to (i) Office of the United States Trustee; (ii) the Debtors' twenty (20) largest unsecured creditors; (iii) the Debtors' five (5) largest secured creditors; and parties who have filed notices of appearance. The Debtors submit that said notice is adequate and proper.

CONCLUSION

17. No previous application for the relief herein requested has been made to this or any other Court.

18. For all of the foregoing reasons, the Debtors respectfully request entry of an order, substantially in the form annexed hereto **as Exhibit “A”**.

WHEREFORE, the Debtors respectfully requests the Court to enter an order substantially in the form annexed hereto as Exhibit A directing the joint administration of the Chapter 11 cases under the case number assigned to H2D Motorcycle Ventures, LLC and granting such other and further relief as may be just and proper.

Dated: White Plains, New York
July 17, 2019

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By:/s/ Robert L. Rattet
Robert L. Rattet